

CARMANAH TECHNOLOGIES CORPORATION

Notice of Annual General Meeting of Shareholders

(the “Meeting”)

Date:	Friday, June 21, 2019
Time:	8:30 a.m. (Pacific time)
Place:	Delta Victoria Ocean Pointe Resort, Pacific Suite, 100 Harbour Road, Victoria, BC V9A 0G1

AGENDA

1. Financial Statements and Auditors’ Report: to receive the consolidated financial statements for the financial year ended December 31, 2018, together with the report of the independent auditor thereon.
2. Appointment of Auditor: to appoint KPMG LLP, Chartered Professional Accountants, as auditor for Carmanah Technologies Corporation (the “**Company**”) for the ensuing financial year and to authorize the directors to fix the remuneration to be paid to the auditor. See “Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditors” in the management information circular dated May 9, 2019 (the “**Information Circular**”) for details.
3. Number of Directors: to fix the number of directors to be elected at the Meeting at four (4). See “Particulars of Matters to be Acted Upon – Election of Directors” in the Information Circular for details.
4. Election of Directors: to elect directors to hold office until the next annual meeting of shareholders. See “Particulars of Matters to be Acted Upon – Election of Directors” in the Information Circular for details.
5. Other Business: to transact such other business as may properly come before the meeting or any adjournment thereof.

Notice-and-access: You are receiving this Notice of Meeting as the Company has decided to use the notice-and-access rules that came into effect on February 11, 2013 under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* for delivery of meeting materials to its registered and non-registered (beneficial) holders of common shares of the Company. Notice-and-access is a set of rules intended to reduce the volume of materials that must be physically mailed to shareholders by allowing issuers to post the Information Circular and additional materials online. Meeting materials may be delivered electronically to shareholders. The Company will not use procedures known as “stratification” in relation to its use of the notice-and-access provisions in relation to the Meeting. Stratification occurs when a reporting issuer using notice-and-access provides a paper copy of the relevant

information circular to some, but not all, shareholders with the notice package in relation to the relevant meeting.

In relation to the Meeting, the registered holders will receive a copy of the notice-and-access notice and the form of proxy. Non-registered holders will receive the notice and access notice and a voting instruction form. In addition, a paper copy of the Information Circular will be mailed to those non-registered holders who have previously requested to receive a paper copy. Materials may be delivered electronically to shareholders. Please call Broadridge Financial Solutions, Inc. (“**Broadridge**”) toll free at 1-855-887-2244 if you have any questions about notice-and-access.

Websites where Meeting Materials are Posted: The Information Circular, audited consolidated financial statements and management discussion and analysis and additional materials are available on the Company’s profile on SEDAR at www.sedar.com and on the Company’s website at www.carmanah.com.

Shareholders are reminded to review these online materials before voting.

How to Obtain Paper Copies of the Meeting Materials: Shareholders may obtain a paper copy of the Information Circular by: (a) calling the Company, through Broadridge, toll free at 1-877-907-7643; or (b) for non-registered holders, entering the control number indicated on their voting instruction form. A request for a paper copy should be made so that it is received by end of business on June 11, 2019 in order to allow sufficient time for that shareholder to receive the paper copy and return the proxy by its due date.

Proxy: **If you are not attending the meeting, please sign, date and return the enclosed proxy (registered holders) or voting instruction form (non-registered holders).** If you or a person you designate plan to attend the meeting, you must appoint yourself or that person as proxy to have voting rights at the meeting. *Registered holders:* **This proxy must be received by 8:30 a.m. on Tuesday, June 19, 2019 (or, if the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time for the reconvened meeting) at Computershare Investor Services Inc. at 100 University Avenue, 8th floor, Toronto, ON M5J 2Y1, Attention: Proxy Department.** *Non-registered holders:* Use the voter instruction form provided by your intermediary (bank, trust company or broker) and return it as early as practicable to ensure that it is transmitted on time. It must be received by your intermediary with sufficient time for them to file a proxy by the deadline noted above.

Voting: *Registered holders:* You must be a registered holder of common shares of the Company at the close of business on May 2, 2019 to vote. You may vote in person or by proxy. A proxy need not be a shareholder. *Non-registered holders:* You may vote or appoint a proxy using the voter instruction form provided to your intermediary, which then, as registered shareholder, submits your vote or proxy appointment to the Company’s transfer agent, Computershare Investor Services Inc.

Further information on voting can be found under the headings “Appointment and Revocation of Proxies”, “Revocation of Proxies” and “Non-Registered Shareholders” in the Information Circular.

Vancouver, British Columbia

BY ORDER OF THE BOARD

May 9, 2019

(signed) John Simmons
Chief Executive Officer